

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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Securities and Exchange Commission,

Plaintiff,

- against -

**FTC Capital Markets, Inc.,
FTC Emerging Markets, Inc., also d/b/a FTC Group,
Guillermo David Clamens,
Lina Lopez a/k/a Nazly Cucunuba Lopez,**

Defendants.
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ECF Case

09 Civ. 4755 (PGG)

**DECLARATION OF RODNEY GAUGHAN IN SUPPORT OF THE
MEMORANDUM OF LAW OF DEUTSCHE BANK TRUST COMPANY
AMERICAS IN OPPOSITION TO MOTION OF THE SECURITIES AND
EXCHANGE COMMISSION FOR APPROVAL OF DISTRIBUTION PLAN**

I, Rodney Gaughan, hereby declare under penalty of perjury:

1. I am a Vice President of Deutsche Bank Trust Company Americas (the “Trustee”).¹ I am above 18 years of age, competent to testify, and authorized to submit this declaration on behalf of the Trustee in support of the Memorandum of Law. Except where otherwise indicated, I have personal knowledge of the facts set forth below.

2. Since the SEC commenced its action against the FTC entities and the individuals listed above in May of 2009, I have been responsible for fulfilling the Trustee’s fiduciary responsibilities under the Indenture, the Supplemental Indentures, and the Notes. A true and correct copy of the Indenture is attached hereto as Exhibit A. True and correct copies of the Supplemental Indentures pursuant to which the Series 4, Series 5, and Series 6 Notes were issued are attached hereto as Exhibit B, Exhibit C, and Exhibit D, respectively.

¹ Capitalized terms used but not defined herein have the meanings set forth in the Trustee’s Memorandum of Law, filed contemporaneously herewith.

3. My responsibilities include, among other things, declaring events of default when appropriate, notifying Noteholders and/or FTC entities following the occurrence of payment defaults or other significant events, and responding to Noteholder inquiries, in consultation with external counsel.

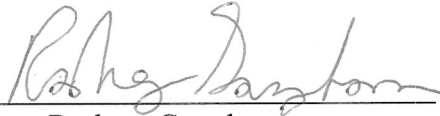
4. In October of 2009, Luis Alberto Garcia of Interacciones Casa de Bolsa, S.A. de C.V. Grupo Financiero Interacciones ("Interacciones"), a broker-dealer based in Mexico, contacted me on behalf of a client, a Mexican municipal entity named Municipio de Atzapan de Zaragoza, that beneficially owned MXN \$50,000,000 in principal amount of the Series 5 Notes. Specifically, Mr. Garcia inquired regarding whether the Performance Account, an account at Penson Financial Services, Inc. maintained by FTC Capital, Inc. in the name of the Series 5 Issuer, was available to satisfy such Issuer's payment obligations to holders of Series 5 Notes. I informed Mr. Garcia that before I could address his inquiries, he would need to complete a certification that Interacciones serves as nominee for a beneficial owner of the Series 5 Notes.

5. On October 29, 2009, Mr. Garcia sent me two e-mails, which are attached hereto as Exhibit E. Mr. Garcia's first e-mail explained that his client voluntarily purchased MXN \$50,000,000 in principal amount of the Series 5 Notes and inquired regarding the Performance Account. Mr. Garcia attached to his first e-mail the certification I requested, together with a cover letter from his client, which is attached hereto as Exhibit F. Mr. Garcia's second e-mail explained that S.D. Indeval is the registered owner of the Series 5 Notes in question and that Interacciones holds such Notes as nominee through S.D. Indeval. Mr. Garcia attached to his second e-mail a position statement, which is attached hereto as Exhibit G, demonstrating that Interacciones held MXN \$50,000,000 in principal amount of the Series 5 Notes as of October 23, 2009.

6. The Trustee, though its counsel, conducted an investigation regarding the Performance Account and requested account statements in respect of such account from a Cayman Islands director of the Company. The Company advised the Trustee's counsel that it did not have any account statements in its possession and that the balance of the Performance Account was zero. The Trustee's counsel subsequently confirmed, through Penson Financial Services, Inc., that the balance of the Performance Account was zero. I later notified Mr. Garcia that the balance of the Performance Account was zero.

I hereby declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: June 22, 2011
New York, New York



Name: Rodney Gaughan
Title: Vice President